

**RED LIGHT CAMERA SYSTEM
Amendment No. 2**

This Amendment No. 2 ("Amendment") to the Red Light Camera System Contract No. 0715-08-RLC ("Contract") by and between the **City of Falls Church** ("City"), with offices at 300 Park Avenue, Falls Church, Virginia 22046 and **American Traffic Solutions, Inc.** ("Contractor"), with offices at 7681 E. Gray Road, Scottsdale, Arizona 85260, is made and effective this 15th day of May 2012.

WHEREAS, the Contractor is presently providing a Red Light Camera System and Services to the City under the contract dated May 15, 2009 as amended ("Contract");

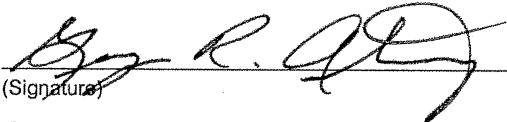
NOW THEREFORE, in consideration of mutual benefits, the parties agree to modify the Contract as follows:

The term of the Contract is hereby renewed for the period May 15, 2012 through May 14, 2013 at existing prices, terms and conditions in accordance with the Contract. This is the first of two (2) one-year renewal period options.

All other terms and conditions of the Contract shall remain unchanged and in full force and effect.

ACCEPTED AND AGREED by the parties and executed by their duly authorized officials. This Contract may be executed in any number of counterparts, including facsimile counterparts or electronic PDFs, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

THE CITY OF FALLS CHURCH

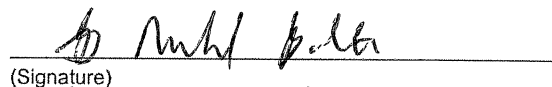

(Signature)

George R. Armstrong
(Printed Name)

Purchasing Agent
(Title)

May 11, 2012
(Date)

AMERICAN TRAFFIC SOLUTIONS, INC.


(Signature)

Michael Bolton
(Printed Name)

Chief Operating Officer
(Title)

5/14/12
(Date)